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S. ELIZABETH WEAVER

March 5, 1980

RECORDATION NO. 10502-A
Filed 1425

MAR 5 1980 - 2 50 PM

*ADMITTED IN D.C. ONLY

INTERSTATE COMMERCE COMMISSION

Interstate Commerce Commission,
12th and Constitution Avenue,
Washington, D. C. 20423

No. 0-065A055

Date MAR 5 1980

Fee \$ 10.00

ICC Washington, D. C.

FEE OPERATION
I.C.C.

MAR 5 2 43 PM '80

RECEIVED

Dear Sirs:

Pursuant to the provisions of Section 11303 of the Interstate Commerce Act, as revised and recodified by Public Law 95-473, and the regulations of the Interstate Commerce Commission promulgated thereunder, we are transmitting for filing and recording originals or executed counterparts of an Amendment of Lease Agreement dated as of January 18, 1980 (the "Amendment") by and between N. R. Financial Corporation ("NRFC"), as lessor, and National Railway Utilization Corporation ("NRUC"), as lessee.

IN.

The above-referenced document has not heretofore been recorded with the Interstate Commerce Commission. However, the Amendment amends that certain Lease Agreement dated as of February 16, 1979 (the "Agreement") by and between NRUC, as lessee, and NRFC, as lessor, which was filed with the Interstate Commerce Commission on June 13, 1979 and assigned Recordation No. 10502. The Amendment should be filed as a subpart of the Agreement and assigned Recordation No. 10502-A. In addition, the Agreement and the Assignment should be cross referenced to two Conditional Sale Agreements dated as of February 16, 1979 (Recordation Nos. 10168 and 10168-B) which relate to the same equipment covered by the Agreement and pursuant to which NRFC is acting as Vendee.

A general description of the equipment covered by the Amendment and the related Lease Agreement is contained in Exhibit A attached to this letter.

David M. Chung

Interstate Commerce Commission,
March 5, 1980,
Page Two.

The names and addresses of the parties to the transactions are listed below:

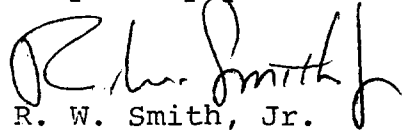
National Railway Utilization Corporation
1100 Centre Square East
1500 Market Place
Philadelphia, Pennsylvania 19102

N. R. Financial Corporation
1100 Centre Square East
1500 Market Place
Philadelphia, Pennsylvania 19102

Please accept for recordation two counterparts of the document, stamp the remaining counterparts with the appropriate recordation number and return a copy of the document with your fee receipt and letter confirming receipt to my delivering messenger.

The necessary filing and recordation fees for these documents are submitted herewith.

Very truly yours,


R. W. Smith, Jr.

RWSJr/rec
Enclosures

Exhibit A

LEASE SCHEDULE NO. 1

Lease Schedule, dated this 16th day of February, 1979, by and between N. R. Financial Corporation (NRFC), and National Railway Utilization Corporation (Lessee).

The Boxcars described herein are leased to Lessee subject to the terms and conditions of that certain Lease of which this Schedule is a part between NRFC and Lessee, dated February 16, 1979.

DESCRIPTION OF CAR: Seventy-ton, 50 foot, 6 inch, Type XM
Boxcar

NUMBER OF CARS: Fifty (50)

REPORTING NUMBERS AND MARKS: NSL 151313 through
 NSL 151353 (both inclusive)
 and
 NSL 156058 through NSL 156066
 (both inclusive)

TERM: From date of delivery and acceptance to March 31, 1993

PLACE OF DELIVERY: Pickens, South Carolina

NATIONAL RAILWAY UTILIZATION
CORPORATION, Lessee

N. R. FINANCIAL CORPORATION
Lessor

BY: C. D. Giff

BY: W. R. B. Mast

Interstate Commerce Commission
Washington, D.C. 20423

3/5/80

OFFICE OF THE SECRETARY

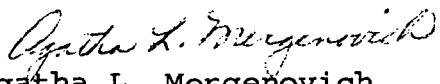
Piper & Marbury
1100 Charles Center South
36 South Charles Street
Baltimore, Maryland 21201

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **3/5/80** at **2:50pm**, and assigned re-recording number(s) **10502-A, 10168-J 10168-K**

9425-T
9425-U
9425-V
9425-W
9425-X
9425-Y

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

MAR 5 1980 -2 50 PM

AMENDMENT OF LEASE

INTERSTATE COMMERCE COMMISSION

AMENDMENT OF LEASE AGREEMENT dated as of January 18, 1980 (the "Amendment"), by and between National Railway Utilization Corporation ("NRUC"), as Lessee, and N. R. Financial Corporation ("NRFC"), as Lessor.

WHEREAS, NRUC and NRFC have entered into a Lease Agreement dated as of February 16, 1979 (the "Lease Agreement") pursuant to which the NRUC has leased certain railroad equipment described in Exhibit A thereof (the "Equipment"); and

WHEREAS, NRUC and NRFC were provided financing in connection with the purchase of the Equipment by The First National Bank of Maryland ("FNB") pursuant to the assignment of two Conditional Sale Agreements (the "Agreement") covering the Equipment dated as of February 16, 1979; and

WHEREAS, pursuant to Article 22 of each of the Agreements NRUC and NRFC have agreed to execute, deliver and record such documents as shall reasonably be requested for the proper protection of FNB's interest as vendor under the Agreements; and

WHEREAS, pursuant to such Article 22 FNB has requested, and NRUC and NRFC have agreed, to an amendment of the Lease Agreement in the manner herein provided;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, NRUC and NRFC hereby agree to an amendment to Section 8.A. of the Lease Agreement by adding as a new section (vi) thereof the following:

"(vi) The occurrence of any event of default under the Conditional Sale Agreements dated as of February 16, 1979 by and between the NRFC and the manufacturer of the Equipment, which Conditional Sale Agreements were assigned to The First National Bank of Maryland by Agreement and Assignments of even date therewith."

IN WITNESS WHEREOF, NRFC and NRUC have executed this Amendment as of the date and year first above written.

N. R. FINANCIAL CORPORATION

[Corporate Seal]

By: *John P. Tucke VP*

Attest: *Martha L. Mills*
Asst. Sec.

NATIONAL RAILWAY UTILIZATION CORPORATION

[Corporate Seal]

By: *John P. Tucke*
VP

Attest: *Martha L. Mills*
Asst. Sec.

State of Pa)
County of Phila.) SS:

I HEREBY CERTIFY, that on this *6th* day of
February
~~January~~ 1980, before the subscriber, a Notary Public in
and for said City and State personally appeared
Charles P. Turnbuck who, being by me duly sworn, says
that he is President of N. R. Financial Corporation, that
one of the seals affixed to the foregoing instrument is the
corporate seal of said corporation, that said instrument
was signed and sealed on behalf of said corporation by
authority of its Board of Directors, and he acknowledged
that the execution of the foregoing instrument was the free
act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand
and official seal, this *6th* day of *February*, 1980.

Gerard M. Williams

Notary Public

[Notarial Seal]

My Commission Expires:

GERARD McWILLIAMS
Notary Public, Phila., Phila. Co.
My Commission Expires May 10, 1982

State of Pa.)
County of Phila.) SS:

I HEREBY CERTIFY, that on this ^{February} 6th day of ~~Janu-~~
~~ary~~, 1980, before the subscriber, a Notary Public in and
for said City and State personally appeared *Charles P.*
Turnburke, who, being by me duly sworn, says that he
is a Vice President of National Railway Utilization Corpora-
tion, that one of the seals affixed to the foregoing instru-
ment is the corporate seal of said corporation, that said
instrument was signed and sealed on behalf of said corporation
by authority of its Board of Directors, and he acknowledged
that the execution of the foregoing instrument was the free
act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand
and official seal, this ^{February} 6th day of ~~January~~, 1980.

Gerard McWilliams

Notary Public

[Notarial Seal]

My Commission Expires:

GERARD McWILLIAMS
Notary Public, Phila., Phila. Co.
My Commission Expires May 19, 1982